

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
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Debtors. : (Jointly Administered)
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOFS OF CLAIM NUMBERS 12108, 12109, AND 12110
(SOUTHWEST RESEARCH INSTITUTE)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Southwest Research Institute ("SwRI") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proofs Of Claim Numbers 12108, 12109, And 12110 (Southwest Research Institute) and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 28, 2006, SwRI filed proofs of claim numbers 12108 ("Claim No. 12108") against Delphi Electronics (Holding) LLC, 12109 ("Claim No. 12109") against Delphi, and 12110 ("Claim No. 12110") against DAS LLC, which assert unsecured non-priority claims in the amounts of \$27,271.67, \$797.40, and \$11,400.00, respectively (collectively, the "Claims"), stemming from goods sold or services provided.

WHEREAS, on January 12, 2007, the Debtors objected to Claim No. 12109 pursuant to the Debtors' Seventh Omnibus Objection to Claim(s) (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented Claims, (B) Claims Not Reflected On Debtors' Books And Records, And (C) Untimely Claims (Docket No. 6585) (the "Seventh Omnibus Claims Objection").

WHEREAS, on February 7, 2007, SwRI filed the Southwest Research Institute's Response to Debtors' Seventh Omnibus Objection to Claim(s) (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Insufficiently Documented

Claims, (B) Claims Not Reflected On Debtors' Books And Records, And (C) Untimely Claims (Docket No. 6880) (the "First Response").

WHEREAS, on August 24, 2007, the Debtors objected to Claim No. 12108 pursuant to the Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9151) (the "Twentieth Omnibus Claims Objection" and together with the Seventh Omnibus Claims Objection, the "Claims Objections").

WHEREAS, on September 19, 2007, SwRI filed the Southwest Research Institute's Response to Debtors' Twentieth Omnibus Objection Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Duplicate And Amended Claims, (B) Insufficiently Documented Claims, (C) Claims Not Reflected On Debtors' Books And Records, (D) Untimely Claim, And (E) Claims Subject To Modification, Tax Claims Subject To Modification, Modified Claims Asserting Reclamation, Consensually Modified And Reduced Tort Claims, And Lift Stay Procedures Claims Subject To Modification (Docket No. 9407) (together with the First Response, the "Responses").

WHEREAS, pursuant to this Joint Stipulation, DAS LLC acknowledges and agrees that Claim No. 12108 shall be allowed against DAS LLC in the amount of \$21,639.49, Claim No. 12109 shall be allowed against DAS LLC in the amount of \$398.70, and Claim No. 12110 shall be allowed against DAS LLC in the amount of \$11,400.00.

WHEREAS, DAS LLC is authorized to enter into this Joint Stipulation either

because the Claims involve ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and SwRI stipulate and agree as follows:

1. Claim No. 12108 shall be allowed in the amount of \$21,639.49 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. Claim No. 12109 shall be allowed in the amount of \$398.70 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
3. Claim No. 12110 shall be allowed in the amount of \$11,400.00 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
4. This Joint Stipulation resolves both the Claims Objections and the Responses with respect to the Claims.

So Ordered in New York, New York, this 10th day of April, 2008

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

/s/ Michael Parker

Michael Parker
FULBRIGHT & JAWORSKI L.L.P.
300 Convent Street, Suite 2200
San Antonio, Texas 78205
(210) 270-7162

Attorneys for Southwest Research Institute

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
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